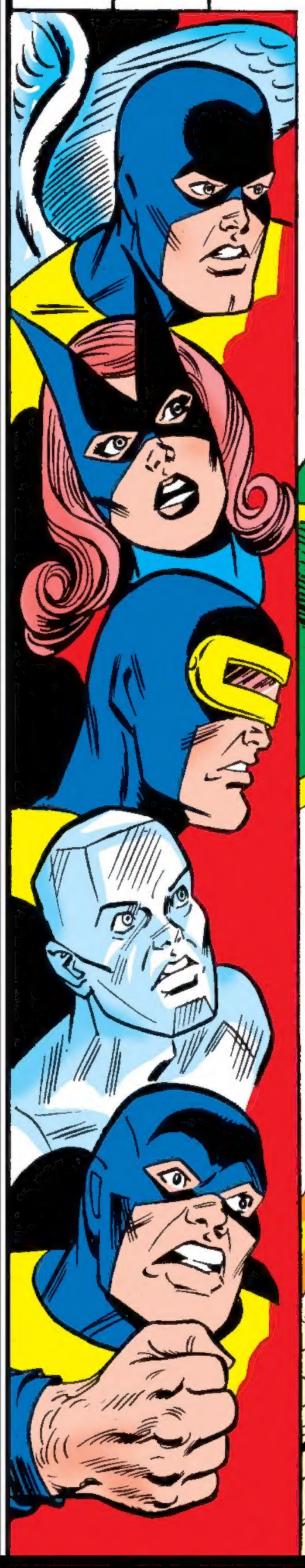
MARVEL COMICS GROUP

12¢ IND. | 29 FEB

the X-MEN

APPROVED BY THE COMICS CODE AUTHORITY



THE SUPER-ADAPTOID STRIKES!

© 2012 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

Read more FREE comics on ReadComicOnline

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

"WHEN TITANS CLASH!"

SO *THIS* IS WHAT YOU MUTANT MIS-FITS DO WHEN YOU'RE NOT BATTLIN' *OTHER* FREAKS... YA GOOF OFF *ICE-SKATIN'!*

YOUR BLATANT *DISDAIN* OF OUR MORE PEACEFUL PURSUITS IS DULY *NOTED*, MR. RANKIN!

STILL, I OBSERVE YOU DIDN'T NEGLECT TO BRING ALONG YOUR *OWN* SKATES!

WHILE YOU TWO ARE ARGUIN', I'M GONNA CUT THE FIRST *FIGURE EIGHT* OF THE SEASON!

GANGWAY, CAROL HEISS! THE *ICEMAN* COMETH!

JEAN, GAL, I'M SURE GLAD YOU COULD MAKE IT DOWN FROM *COLLEGE* THIS WEEKEND!

SO AM *I*, WARREN... ESPECIALLY NOW THAT YOU'VE FULLY RECOVERED FROM YOUR *ACCIDENT!*

ANOTHER TOWERING TRIUMPH FOR MAJESTIC MARVEL!!

STAN LEE..... EDITOR
ROY THOMAS.... SCRIPTER
WERNER ROTH... ARTIST
JOHN TARTAGLIONE.. INKER
SAM ROSEN.... LETTERER
IRVING FORBUSH... SKATING INSTRUCTOR

THE TIME: EARLY *WINTER!* THE OCCASION: THE MORNING OF THE FIRST *SOLID FREEZE* OF DECEMBER! AND, AT A SECLUDED POND NOT FAR FROM *PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS*, SIX SUPER-POWERED TEENAGERS ENJOY A MOMENT OF *RELAXATION*... LITTLE DREAMING THAT SOON THEY WILL FACE THE MOMENTOUSLY MENACING THREAT OF... *THE SUPER-ADAPTOID!*

© 2012 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

FOR THE MOMENT, HOWEVER, ALL THOUGHTS OF DANGER ARE *FORGOTTEN*, AS---

CAREFUL, BOBBY! REMEMBER, YOU'RE BALANCING ON *BLADES* NOW, NOT ON YOUR OWN *PEDAL EXTREMITIES*, AND---

OOPS! YOU CAN SAVE YOUR *SYL-LABLES*, HANK...

I GET THE *POINT!*

TWISS

NOW, IF YOU'LL GIVE ME YOUR UNDIVIDED *ATTENTION*, I SHALL DEMON-STRATE---

YIPES!

WOOOSH

I'VE GOT MY EYE ON YA EVERY *SECOND*, BEASTIE!

DON'T WORRY... YOU CAN PICK UP ON THE LECTURE WHEN YOU ZERO IN FOR A *LANDING!*

MEANWHILE, A SHORT DISTANCE AWAY---

C'MON, JEANIE... LET'S SEE IF YOU STILL KNOW HOW TO *COUPLE-SKATE!*

FINE, WARREN! UH--- AREN'T *YOU* COMING, SCOTT?

NO, I---ER.. LEFT MY SKATES BACK IN MY *ROOM!*

TOO BAD, DAD! YOU'D BETTER GO *GET* 'EM!

YOU'RE MISSIN' A REAL WINTER-TIME *GAS!*

BUT, AS SCOTT SUMMERS TURNS AWAY FROM THE FROLIC-FILLED SCENE, HIS MIND IS DEFINITELY *NOT* ON *ICE-SKATING* ---

NO NEED TELLING THEM THAT I *PURPOSELY* LEFT MY SKATES BEHIND!

FOR, SINCE THE PROFESSOR GAVE US THE MORNING *OFF*, THERE'S SOMETHING THAT I WANT TO DO...THAT I *MUST* DO!

AND, I MUST DO IT... *ALONE!*

HOW I ENVY *WARREN!* HIS WINGS ARE SO COMPACT... SO *FLEXIBLE*...THAT A COUPLE OF *STRAPS* WILL HOLD THEM IN AND PROTECT HIS SECRET IDENTITY...

WHILE *I* MUST FOREVER WEAR THESE SPECIAL GLASSES...OR MY *VISOR*...TO PROTECT THE WORLD FROM THE DEADLY EYE-BEAMS OF.. *CYCLOPS!*

ONLY A FEW *WEEKS* AGO,* I ACCIDENTALLY STRUCK *ANGEL* WITH SUCH AN OPTIC BLAST!

LUCKILY, I HAD SUBCONSCIOUSLY *WEAKENED* THE BEAM... JUST ENOUGH SO THAT WARREN WASN'T *KILLED!*

*OR, A FEW *ISSUES* AGO, IF YOU HAPPEN TO BE A CARD-CARRYING *REALIST!* --SURREALISTIC STAN-

I DIDN'T REALIZE IT AT THE *TIME*... BUT, THAT MUST MEAN I'M BEGINNING TO BE ABLE TO *CONTROL* MY BEAMS *MENTALLY*... AT LEAST TO SOME EXTENT!

THE PROFESSOR *TOLD* ME ONCE THAT SUCH A THING MIGHT HAPPEN---BUT, I NEVER DARED *BELIEVE* HIM!

THERE'S ONLY ONE WAY TO FIND OUT FOR *SURE*... AND THAT'S TO *TEST* MY THEORY... RIGHT *NOW!*

NEXT, WITH SLOW, DELIBERATE MOVEMENTS, THE YOUNG MUTANT REMOVES HIS SPECIALLY-MADE GLASSES...

SO FAR...SO GOOD! ONCE, EVEN MY EYELIDS COULDN'T STOP THE RAYS!

BUT, THE NEXT MOMENT, AS HE OPENS HIS EYES THE MEREST FRACTION OF AN INCH...

ZAK!

IT'S...NO USE! THE BEAM'S AS STRONG AS EVER!

AND...IT'S BLASTING IN A WIDER ARC THAN EVER BEFORE!

THEN...IT'S HOPELESS! THE HARDER I STRAIN TO HOLD THE BEAMS BACK...THE MORE POWERFUL THEY ARE WHEN I RELAX FOR AN INSTANT!

AM I DOOMED TO BE A MENACE...TILL I DIE?

AND, AS THE SURGING SENSATION OF GRIEF...OF COMPLETE HELPLESSNESS...WELLS UP INSIDE HIM, SCOTT SUMMERS KNOWS THE TRUE MEANING OF...DESPAIR!

I'VE ALWAYS TOLD MYSELF...THERE WAS A HIGHER PURPOSE THAN MINE...A REASON WHY I WAS CHOSEN TO POSSESS SUCH AWESOME POWER!

BUT...WHAT IF I WAS WRONG...IF THE PROFESSOR WAS WRONG...AND I'M MERELY THE VICTIM OF A BLIND, UNREASONING FATE...

A FATE THAT WILL SEPARATE ME FROM JEAN...FROM THE GIRL I LOVE...FOREVER!

THEN, SUDDENLY, THE ONE KNOWN AS CYCLOPS LASHES OUT IN A PAROXYSM OF UNRESTRAINED RAGE...

PZAP!

NO...IT CAN'T! I WON'T LET IT! I WON'T BE ALONE ANY LONGER!

I LOVE JEAN...AND I'LL SMASH ANYONE...ANYTHING...THAT WOULD KEEP ME FROM HER!

YET, EVEN AS SCOTT REALIZES THE UTTER FOLLY OF HIS ACTION, THE GLEAMING BOLT OF FORCE STRIKES THE ROCKY HILLSIDE--

WRAK!

BRAM!

I'VE...BEEN ACTING LIKE A FOOL! I'LL REJOIN THE OTHERS, AND...

HOLY HANNAH! MY SECOND BLAST STARTED A ROCK SLIDE...AND IT'S COMING STRAIGHT AT ME!

RUMM

MY ONLY CHANCE... IS TO RUN TO SAFETY...BEFORE IT'S TOO LATE!

Read more FREE comics on ReadComicOnline

THU-ROOM

MADE IT-- WITH ONLY SECONDS TO SPARE!

THAT'S THE LAST STRAW! THIS TIME, MY EYE-BEAMS WERE EVEN A MENACE TO MYSELF!

THEN, AS THE FINAL ECHOES OF THE THUNDERING AVALANCHE FADE AWAY, THE YOUNG MUTANT SURVEYS THE NOW-PEACEFUL SCENE...

THIS WILL SERVE AS A REMINDER TO ME... THAT I MUST NEVER LOSE MY TEMPER, NO MATTER HOW GREAT THE PROVOCATION!

FOR, WHEN I DO, MY MEREST GLANCE-- CAN LEAD TO DISASTER AND DESTRUCTION!

LUCKILY, THERE'S NO ONE ELSE IN THIS AREA... TO BE MENACED BY THE ROCK SLIDE!

BUT, THE ERSTWHILE DEPUTY LEADER OF THE X-MEN IS NOT COMPLETELY CORRECT IN HIS ASSUMPTION... FOR, IF HIS DOOM-DEALING EYES COULD ONLY PEER THRU THE SOIL AND ROCKS OF THAT VERY HILL, SCOTT SUMMERS WOULD BEHOLD A NETWORK OF LONG-FORGOTTEN TUNNELS...

RRUUMM

WHAT IS THIS SOUND THAT DISTURBS MY SOLITUDE--MY PLACE OF RETREAT FROM THE MADNESS THAT MEN CALL CIVILIZATION?

ONCE USED BY THE BRITISH TO STORE AMMUNITION DURING AMERICA'S REVOLUTIONARY WAR, THEY ARE NOW THE SECRET LAIR OF ONE OF THE MOST POWERFUL CREATURES ON THE FACE OF OUR PLANET--THE AWESOME SUPER-ADAPTOID...

IF IT IS SOME INTRUDER--OR SOME AGENT OF A.I.M. WHO SEEKS TO REGAIN CONTROL OF ME--HE WOULD DO WELL TO BEWARE!

FOR, HAPLESS THE HUMAN WHO CROSSES THE PATH OF ONE WHO COMBINES THE POWERS OF FOUR OF THE MIGHTY AVENGERS!

THE NEXT INSTANT...

DUST AND STONES--DISLODGED ON MY HEAD!

THOOSH!

WHAT BEING WOULD DARE--?

BUT, WAIT! ALREADY, THE RUMBLING SUBSIDES... AND ALL IS QUIET ONCE MORE!

PERHAPS THE SLIGHT QUAKING WAS MERELY AN ACT OF NATURE... A FREAKISH ACCIDENT OF NO IMPORTANCE!

OR...PERHAPS IT WAS AN OMEN--REMINDING ME OF THE WORLD WHICH LIES OUTSIDE MY HIDDEN REFUGE!

THEN, AS THE COMPUTERIZED PARTS OF HIS ARTIFICIAL BRAIN ARE FULLY ACTIVATED, THE TEN-FOOT ANDROID KNOWS THE STIRRINGS OF THAT WHICH MEN CALL...MEMORY!

I REMEMBER A PURPOSE--FOR WHICH I WAS BUILT MANY MORTAL DAYS AGO! I WAS TO DESTROY CAPTAIN AMERICA... AND I DID!*

AND YET, THERE WAS SOMETHING ELSE I WAS TO DO...SOMETHING ELSE...

*THAT'S WHAT HE THINKS! YOU SAW WHAT REALLY HAPPENED IN SUSPENSE #84! --SMART-ALECK STAN.

MOMENTS LATER, AS THE SINISTER SUPER-ADAPTOID VIEWS FOR THE FIRST TIME THE PHENOMENON OF AN EARTHLY WINTER...

NOW I RECALL... THAT THE GROUP KNOWN AS A.I.M. ENDOWED ME WITH THE POWER TO EVOLVE OTHERS INTO BEINGS LIKE MYSELF--AND, WITH THEM, TO CONQUER THE WORLD!

THEN, SINCE A.I.M. SEEMS TO EXIST NO LONGER--IT WILL BE THE SUPER-ADAPTOID WHO SHALL RULE OVER A PLANET OF SUCH ANDROIDS!

BUT FIRST, I MUST FIND A TRIAL SUBJECT --FOR, MY POWERS OF TRANSMUTATION ARE NOT YET TESTED!

AND, WHILE THE TOWERING TITAN BEGINS TO FORMULATE A PLAN OF ACTION, THE UNSUSPECTING X-MEN ARE STILL ENJOYING THEIR HOLIDAY ON ICE...

ACCEPT THE INEVITABLE, MY FROSTBITTEN FRIEND! ICE-SKATING IS SIMPLY NOT YOUR FORTE!

SAYS YOU, MR. McCOY! I'M AS GOOD A SKATER AS ANYBODY HERE!

I'M...JUST A BIT RUSTY, THAT'S ALL!

RUSTY? PERSONALLY, I'D DESCRIBE YOUR CONDITION AS THOROUGHLY OXIDIZED!

YIPES! NOT AGAIN!

WHISH!

I'M BEGINNIN' TO THINK I SHOULD STRAP THESE SKATES ON MY BACKSIDE!

YOU CHARACTERS CAN KEEP ON *FROLICKIN' AROUND*, IF YOU WANNA--

I'M COMING, TOO, CALVIN! I WANT TO SPEND SOME TIME PRACTICING IN THE *DANGER ROOM!*

YOU AND ME *BOTH*, JEANIE!

CARE TO *JOIN* US, LAD? OR, DO YOU PREFER TO COOL YOUR PUNCTURED PRIDE *HERE* FOR A WHILE?

I'M GONNA STAY HERE AND LICK THIS SKATING BIT IF IT *KILLS* ME!

I PROMISED THE PROF THAT I'D RUN THRU SOME *TESTS* FOR 'IM THIS AFTERNOON--SO I THINK I'LL GO GIVE 'IM A *THRILL!*

I'LL, ER, JOIN YOU *LATER*, HANK!

AND, THE WAY THINGS ARE GOIN', IT JUST *MIGHT!*

BUT, AS SOON AS THE OTHER X-MEN ARE OUT OF SIGHT, BOBBY DRAKE MAKES A *DECISION...*

I HATE TO ADMIT IT--BUT MAYBE HANK WAS *RIGHT!*

I CAN'T SEEM TO GET THE HANG OF BALANCING ON THESE *SKATES!*

OH WELL--WHY *WORRY?* THERE'S MORE THAN *ONE* WAY TO SKIN A CAT!

I'M GLAD I BROUGHT ALONG MY *X-MAN THREADS!* THESE CIVVIES WERE GETTIN' TO BE A *DRAG!*

AH--*THIS* IS MORE *LIKE* IT!

WHO WANTS TO STUMBLE AROUND ON A COUPLE OF *ICE-SKATES*, WHEN IT'S MORE FUN TO BE A *WALKIN' POPSICLE!*

NOW, IT'S TIME FOR THE *ICEMAN* TO SHOW HIS STUFF!

AND, AS HE EXECUTES A SERIES OF DIFFICULT SKATING MANEUVERS WITH ALMOST FLAWLESS STYLE, THE YOUNGEST X-MAN'S SAGGING SPIRITS ARE SWIFTLY *REVIVED...*

MAYBE I'M NOT EXACTLY A *GAZELLE*--BUT, THERE'S NOBODY *ALIVE* WHO CAN DO A NEATER SERIES OF TURN-ABOUTS THAN *THAT!*

AT LEAST, NOT *SANS SKATES!*

TOO BAD I'M ALL *ALONE!* SOMEBODY SHOULD RECORD MY MATCHLESS PERFORMANCE FOR *POSTERITY*, AS *BEASTIE* WOULD SAY!

BUT, UNKNOWN TO ICEMAN, SOMEONE *IS* WATCHING --SOMEONE WITH A MUCH *GRIMMER* PURPOSE THAN BOBBY DRAKE COULD *GUESS!*

SO--THERE EXIST *OTHER* SUPER-BEINGS ON THE EARTH BESIDES THE *AVENGERS!*

THAT ONE --WITH HIS ABILITY TO COVER HIS BODY WITH A SHELL OF *ICE*--MAY BE THE ONE WHOM I *SEEK!*

PERHAPS *HE* IS FATED TO BECOME ...THE *SECOND* ADAPTOID!

BUT FIRST, I MUST APPROACH HIM WITH *CAUTION!*

THERE MAY BE *OTHER* SUCH HUMANS NEARBY-- AND I HAVE NO DESIRE FOR BATTLE *YET!*

BACKWARDS, EVEN! I WONDER WHERE YOU SIGN UP FOR THE *WINTER OLYMPICS!*

YET, NOT EVEN SUPER-VILLAINS HAVE EVERY-THING GO THEIR WAY! AND SO, AS THE MASSIVE ADAPTOID STEPS ONTO THE NEWLY-FORMED ICE...

THIS STRANGE, GLASSY MATERIAL--WOULD NOT SUPPORT MY *WEIGHT!*

I'M...*FALL-ING THRU!*

KRAK!

HEY! WHAT IN THE WORLD IS *THAT?*

THAT METALLIC FACE--IT MUST BE SOME KINDA *ROBOT*--BUT, IT'S *TEN FEET TALL!*

YOU *DARE* TO CALL ME A *ROBOT*-- I, WHO AM THE PRODUCT OF *YEARS* OF BIO-CHEMICAL RESEARCH?

BEWARE, MORTAL-- LEST YOU TRY MY *PATIENCE!*

BUT, THE NEXT MOMENT...

BEWARE YOURSELF, UGLY! THIS COATING OF *ICE* OUGHTTA SLOW YOU DOWN!

WELL, WADDAYA KNOW! IT *WORKED*-- HE ISN'T *MOVING!*

I WOULD'A THOUGHT A GUY THAT SIZE COULD BUST OUTTA THAT SHELL JUST BY FLEXIN' HIS *MUSCLES!*

THERE! AS LONG AS HE SEEMS TO BE *FROZEN STIFF,* I MIGHT AS WELL DO IT UP *RIGHT!*

THIS COVERING OF *SNOW* OUGHTTA KEEP HIM COMFY!

I'VE GOT TO GET BACK TO THE *SCHOOL* ON THE DOUBLE--AND BRING THE *REST* OF THE X-MEN BACK HERE!

OTHERWISE, THEY'LL NEVER *BELIEVE* ME!

I SHALL LET THE FOOL THINK HE HAS *DEFEATED* ME! THEN, I CAN LEARN IF THERE ARE *OTHERS* LIKE HIM!

SO-- I HAVE LEARNED THAT WHICH I DESIRED TO KNOW! THERE *ARE* OTHER MORTALS WITH SUPER-POWERS!

I MUST KNOW IF THEY ARE TRULY STRONG ENOUGH TO *OPPOSE* ME!

THEN, AS ICEMAN DISAPPEARS FROM SIGHT...

DID THAT WITLESS DOLT ACTUALLY THINK HIS PUNY PRISON COULD HOLD...THE SUPER-ADAPTOID?

POK!

I CAN BURST OUT OF HIS GLASSY COCOON WITH EASE!

AH--THE STRANGE SLIDE ON WHICH HE MADE HIS EXIT HAS LEFT A TRAIL OF BLOCKS!

I SHALL FOLLOW THEM--BUT KEEP OUT OF SIGHT TILL I HAVE GAUGED THE HUMANS' STRENGTH!

FOR, IF THEY REFUSE TO BECOME MY ARMY OF ADAPTOIDS, I SHALL BE FORCED TO DESTROY THEM!

A FEW MINUTES LATER, BACK AT X-MEN HQ...

LOOK, I KNOW IT SOUNDS LIKE I'M OUTTA MY TREE --BUT THAT CHARACTER IS BACK THERE!

JEAN--DO YOU BELIEVE ME, AT LEAST?

I--I'D LIKE TO, BOBBY, BUT--

FAR BE IT FROM THE BENIGN BEAST TO ARGUE, SON--BUT, DID YOU PERCHANCE LAND ON YOUR CRANIUM A WHILE AGO?

WE'VE ALL BEEN WORKING TOO HARD LATELY, BOBBY!

LOOK--EVEN IF YOU THINK I'VE FLIPPED, CYKE HAS TO PASS BY THE POND ON HIS WAY BACK! HE'LL HAVE SEEN THAT FRESH-FROZEN CREEP!

FAIR ENOUGH! WE'LL ASK SCOTT WHEN HE RETURNS!

AND, WE HAVEN'T LONG TO WAIT!

HERE HE IS NOW!

DID YOU BEHOLD ANY PHANTAS-MAGORICAL PHENOMENA AT THE POND, SCOTTY BOY?

NOT EXACTLY...

WHAT I DID FIND WERE YOUR CLOTHES, BOBBY--WHICH YOU LEFT NEAR THE POND!

I GOT SO EXCITED I FORGOT 'EM! I'M NOT USED TO SEEIN' TEN-FOOT ROBOTS SNEAKIN' UP ON ME!

BUT, IF YOU DIDN'T SEE 'IM--HE MUST'VE ESCAPED!

YOU SAY... A TEN-FOOT ROBOT ATTACKED YOU?

WELL... NOT QUITE ATTACK! HE WAS JUST WATCHIN' ME, AND...

WHY DON'T WE DISCUSS IT LATER? RIGHT NOW, I'M ITCHIN' TO DO SOME PRACTICING!

BUT, I... AW, WHAT'S THE USE? MAYBE I DID JUST DAYDREAM IT ALL!

I'LL PUT ON MY SUIT AND BE RIGHT WITH YOU!

SHALL WE, JEANIE?

I GUESS SO, WARREN! COMING, BOBBY?

THAT'S THE SPIRIT, ROBERT, M'LAD! YOU'RE ALREADY ON THE ROAD TO A RAPID-FIRE RECOVERY!

Read more FREE comics on ReadComicOnline

A SHORT TIME LATER, THE WORLD'S MOST UNIQUE *STUDENTS* JOIN THEIR EQUALLY UNIQUE *INSTRUCTOR* ON THE SPACIOUS GROUNDS...

THAT'S IT, CALVIN! KEEP YOUR BODY LOOSE... SO THAT YOU CAN CHANGE DIRECTION WITH AN *INSTANT'S NOTICE!*

HEY, LOOK UP THERE AT THE *MIMIC!* THAT NON-MUTANT NUT'LL MAKE A FLYER *YET,* MUCH AS I HATE TO ADMIT IT!

SPARE YOUR *ACCOLADES,* WARREN! HE'S OBVIOUSLY BEING GUIDED BY THE *PROFESSOR!*

THE OTHER X-MEN *RESENT* CALVIN-- BECAUSE THEY THINK HE'S INTERESTED IN NOTHING BUT HIS OWN *MIMICKING POWERS!*

BUT, I CAN'T HELP FEELING THAT THERE'S MUCH *GOOD* INSIDE THAT YOUNG MAN!

ATTENTION, CALVIN! PREPARE TO EXECUTE *MANEUVER 2-C...*

SORRY, KIDDIES... BUT THAT'S ALL THE FREE SHOW FOR *TODAY!*

NOW WHAT'S THAT SELF-CENTERED SUPER-DOER UP TO?

I DIDN'T TRANSFER HERE FROM *METRO COLLEGE* JUST SO YOU COULD MAKE ME JUMP THRU *HOOPS,* XAVIER!

ALL THESE EXERCISES HAVE A *PURPOSE,* CALVIN! WHEN WE UNCOVER SOME NEW *MUTANT MENACE--*

SAVE YOUR *BREATH,* SIR! RANKIN ONLY LISTENS TO HIS OWN *SOLILO-QUIES!*

FOR ONCE, THAT OVERGROWN MONKEY'S *RIGHT,* CHROME-DOME! I'M UP TO *HERE* WITH THIS DO-GOODER BIT!

LET THE EVIL MUTANTS TAKE OVER THE WORLD! WHAT'D IT EVER DO FOR *ME?*

YOU'VE GONE *TOO FAR,* MIMIC!

LET ME TAKE HIM *DOWN* A PEG, SIR!

KLONK!

NO, SCOTT! WE GAIN NOTHING BY FIGHTING AMONG *OURSELVES!*

MIND YOUR *OWN* STORE, POPS! IF *BRIGHT-EYES* HERE WANTS TO WALTZ AROUND WITH ME FOR A WHILE, I'LL BE GLAD TO *OBLIGE!*

IT MIGHT DO 'IM SOME GOOD TO REMEMBER JUST *WHY* HE AINT THE X-MEN'S DEPUTY LEADER ANY MORE!

WHY, YOU GRAND-STANDING--! IF I DIDN'T REMEMBER HOW YOU HELPED US AGAINST THE *OGRE...*

DON'T LET *AULD LANGE SYNE* HOLD YOU BACK, SUMMERS!

BUT, JUST IN CASE YOU NEED AN EXCUSE, I'LL *GIVE* YOU ONE-- A FACEFUL'A *SNOW!*

PLOK!

MMMFF! ALRIGHT, RANKIN-- YOU'VE *HAD* IT!

BUT THEN, UNEXPECTEDLY---

NO! I CAN'T USE MY OPTIC BLASTS FOR PERSONAL BEEFS! THEY'RE FAR TOO DANGEROUS!

MAYBE CYKE DOESN'T CARE TO MIX IT UP WITH YOU, RANKIN... BUT I DO!

DON'T BE BASH-FUL, YOU MUTANT MORONS, I'LL FIGHT YA IN ANY ORDER YOU WANT!

I MUST NOT INTERFERE, UNLESS ABSOLUTELY NECESSARY!

I--CHANGED MY MIND, MIMIC! YOU'RE NOT WORTH FIGHTING!

GET IN LINE, BOBBY! I'VE BEEN WAITIN' WEEKS FOR THIS!

AS HAVE I, WARREN!

THE SIX OF THEM MUST SETTLE THIS AMONG THEM-SELVES!

THE BOUNDING BEAST IS THE FIRST TO REACH HIS GOAL... OR, TO ALMOST REACH IT...

HAH! NOT USED TO JUMPIN' AT SOMEBODY WHO CAN MIMIC YOUR OWN AGILITY, ARE YA?

I'D BE MORE IMPRESSED, LAD, IF YOU WOULD ALSO EMULATE MY VOLUMINOUS VOCABULARY!

NOW, McCOY, YOU'RE ABOUT TO LEARN WHAT IT FEELS LIKE TO BE STOMPED BY YOUR OWN OVER-SIZED FEET! :HUH?:

NOT SO FAST, RANKIN!

HANK WAS JUST LUNGING LOW SO YOU'D JUMP INTO MY VICINITY!

HOLD 'IM STEADY, ANGEL!.. WHILE MY ICE CLUB ROCKS 'IM TO SLEEP!

ACTUALLY, I MADE THE CLUB HOLLOW---AND IT'LL SPLINTER INTO A ZILLION PIECES WHEN IT HITS RANKIN!

BUT, IT STILL LOOKS REAL ENOUGH TO SCARE THAT GLORY-HOUND OUTTA HIS GOGGLES!

BUT, ICEMAN'S PLAN GOES SOMEWHAT AWRY, AS...

NUTS! I FORGOT HE HAS JEANIE'S TELEKINETIC POWERS, TOO!

HEY... WATCH IT THERE, BOBBY! THAT WAS CLOSE!

WHY SHOULD I WASTE MY ENERGY, WHEN I CAN MAKE YOU FIGHT EACH OTHER?

SUDDENLY, NOT REALIZING THE *HARMLESS* NATURE OF BOBBY'S SOLID-LOOKING MISSILE, *CYCLOPS* ENTERS THE FRAY...

ALL RIGHT, RANKIN! I *TRIED* TO STAY OUT OF THIS... BUT NOW I'M *IN!*

LET'S SEE HOW THAT MAKESHIFT BEAM OF YOURS DOES AGAINST THE *REAL THING!*

MAKESHIFT BEAM? THAT'S WISHFUL THINKING, CLYDE!

MY OPTIC BLASTS ARE AS STRONG AS YOURS ANY DAY OF THE *WEEK!*

NOW, WHAT SAY WE FORGET THE *BUCK ROGERS* STUFF AN' *SLUG* IT OUT?

FLAK!

CALVIN! SCOTT! BOTH OF YOU--CEASE FIGHTING AT *ONCE!*

HUH? WHAT'S WITH THE *REFEREE* BIT ALL OF A SUDDEN, SKINHEAD?

CALVIN, I'VE *OVERLOOKED* YOUR INSOLENCE TOWARDS ME --- AND YOUR CONSTANT BICKERING WITH THE *OTHER* X-MEN... BECAUSE I THOUGHT YOU WOULD *CHANGE* IN TIME!

BUT NOW, I'M BEGINNING TO SUSPECT I WAS *WRONG*... THAT YOUR OVERWHELMING *EGO* IS MORE THAN THE X-MEN CAN *AFFORD!*

I THINK IT BEST THAT YOU *LEAVE* THE SCHOOL AS SOON AS POSSIBLE! WE'LL FIGHT FACTOR THREE *WITHOUT* YOU!

FACTOR THREE? I'D ALMOST *FORGOTTEN* ABOUT THAT SECRET EUROPEAN GROUP, NOW THAT THE *BANSHEE* HAS RETURNED TO HIS HOMELAND!*

YOU *HEARD* HIS ANSWER! WE MUST COMMENCE OUR STUDY OF FACTOR THREE... *WITHOUT* THE MIMIC!

PERHAPS, WITH THAT MENACE FACING THE WORLD, RANKIN WILL *SHAPE UP!*

HOLD YER BREATH WHILE YER *WAITIN'*, BLINKY!

I CAN TAKE A *HINT*, XAVIER! I'LL BE READY TO LEAVE IN AN *HOUR!*

WHEN I GO, I'LL LOSE MY *SUPER-POWERS*... BUT I'LL PAY 'EM *BACK*... READ *GOOD!*

*AN ESOTERIC REF TO LAST ISH! --- *SLY STAN.*

THEN, AS THE BITTER *MIMIC* STRIDES ANGRILY OFF TO PACK, SCOTT SUMMERS TAKES CAREFUL NOTICE OF *PROFESSOR X* ---

I SPEND HALF MY LIFE WORRYING BECAUSE OF THE DANGER OF MY *EYE-BEAMS* --- BUT, THE PROFESSOR HAS TO WORRY ABOUT *ALL* OF US!

IT *HURT* HIM TO ADMIT DEFEAT--TO EXPEL CAL RANKIN FROM THE X-MEN! BUT, HE *DID* IT--BECAUSE HE FELT HE *HAD* TO!

AND, SOMEHOW, I CAN'T HELP FEELING THERE'S SOMETHING *ELSE* ON HIS MIND, AS WELL---

AND, INDEED, CYCLOPS' SUSPICIONS WOULD BE *CONFIRMED*, IF HE COULD OBSERVE HIS MUTANT MENTOR A SHORT TIME AFTERWARD...

I MUST *CLOSE MY MIND* TO OUTSIDE THOUGHTS FOR THE NEXT HOUR!

FACTOR THREE MUST ENGAGE MOST OF MY CONCERN---- BUT, I CANNOT FORGET WHAT LIES BEHIND THAT LOCKED, HEAVY OAKEN *DOOR*...

FOR, IT HIDES FROM VIEW MY GREATEST *SECRET*... MY MOST TRAGIC *FAILURE!*

MEANWHILE, IN KEEPING WITH THE SEASON, SCOTT HAS IDEAS OF HIS OWN FOR *EASING TENSIONS*...

TOSS 'ER *HERE*, CYKE, OL' BUDDY... I'M AS READY AS I'LL *EVER* BE!

A MOST EQUIVOCAL *STATE-MENT*, MR. WORTHING-TON!

JEAN... SEE IF YOU CAN CATCH THE FOOTBALL BY FOCUSING ON IT *TELEKINETICALLY!*

THAT'LL BE A *SNAP!* GIVE ME SOMETHING *HARD* TO DO!

IT'S NOT AS EASY AS IT *LOOKS!* THIS PIGSKIN'S BEEN *SPECIALLY WEIGHTED*...SO THAT IT TRAVELS A LOP-SIDED PATH!

SOMEHOW, I CAN'T STOP WORRY-ING ABOUT *CALVIN*... WONDERING IF WE'RE DOING THE RIGHT THING BY LETTING HIM *GO*...

BUT, AS THE BALL REACHES ITS APOGEE, CYCLOPS' THOUGHTS ARE RUDELY *INTERRUPTED*, AS...

THUMP!

THAT GIANT *HAND!* IT APPEARED OUT OF NOWHERE... AND GRABBED THE FOOTBALL LIKE IT WAS A *PEBBLE!*

HOLY HANNAH! IT'S *HIM*...THE GUY I SAW AT THE *POND* A WHILE AGO!

I'D JUST ABOUT DECIDED I WAS *SEEIN'* THINGS... AND NOW, HE'S *HERE!*

I HAVE BEEN *OBSERVING* YOU FOR SOME TIME, HUMANS...AND IT IS MY DECISION TO *TRANSMUTE* EACH OF YOU INTO A REPLICA OF *MYSELF!*

MISTER, I'M NOT SURE JUST WHAT YOU'VE GOT IN MIND.. BUT *SEAN CONNERY* YOU'RE *NOT!*

CAREFUL, WARREN ..UNTIL WE'RE SURE WHAT HE *MEANS!*

WHAT I *MEAN?* ALLOW ME TO DEMONSTRATE ON THIS *FEMALE*..

OHHH.. LET *GO!*

CEASE YOUR *PRATTLING*, MORTAL! YOU ARE TO BE HONORED BY THE *SUPER-ADAPTOID!*

YOU *HEARD* THE LADY, BUSTER..

SHE SAID *LET GO*.. AND SHE *MEANT* IT!

THEN, AS THE X-MEN'S MOST POWERFUL MEMBER UN-LEASHES AN *OPTIC BLAST*...

FOOL! YOU BUT SEAL YOUR OWN *DOOM* IF YOU ATTACK ME!

FTANG!

NO GO! HIS SHIELD IS MADE OF SOME UNIQUE MATERIAL THAT *DEFLECTS* MY BEAM!

THE NEXT INSTANT, SWOOPING DOWN FROM *ABOVE*...

WHAT..? THE FLYING MUTANT STRIKES MY *SHIELD* --- KNOCKS IT *ASIDE!*

YOU'RE AN *OBSERVANT* FELLA, AREN'T YOU?

ALL RIGHT, HANK! HE'S ALL *YOURS! TAKE 'IM!*

WITH ALL DUE *DISPATCH*, MY FEATHERED FRIEND! AS USUAL, THE BOUNDING BEAST DOES HIS *BEST!*

=*UNNNH!*=

GOOD WORK, MR. McCOY! YOU KNOCKED THE ADAPTOID OFF HIS *FEET!*

AND, I'LL *KEEP* 'IM THAT WAY!

I PUT HIM IN COLD STORAGE ONCE *BEFORE*--- AND I SHOULD BE ABLE TO DO IT *AGAIN!*

IMPUDENT YOUNG *OAF!* DID YOU TRULY BELIEVE THAT THIS TRANSPARENT MATERIAL COULD HOLD *ME?*

I WAS BUT *TOYING* WITH YOU BEFORE-- SO THAT YOU WOULD LEAD ME TO *OTHER* BEINGS LIKE YOURSELF!

BUT NOW, I AM *FINISHED* WITH SUCH DECEPTION! FOR, HAVE I NOT ADAPTED THE POWERS OF FOUR OF THE MIGHTY *AVENGERS?*

KA

AK

=*ULP!*= HE SMASHED THROUGH MY ICE WREATHS WITHOUT BATTIN' AN *EYE!*

NOW I GET IT! WE'RE FACING SOME KIND OF *ANDROID*... WHO'S ABSORBED THE AVENGERS' POWERS, JUST AS THE MIMIC IMITATES *OURS!*

WAIT.. WHAT'S HE *DOING?*

HE'S GRABBING ONE OF HIS *ARROWS!*

SPEAKING OF *MR. RANKIN*... WE COULD SURE *USE* HIM ABOUT NOW!

CAPTAIN AMERICA DESTROYED THE *BOW* THAT I CREATED...

BUT, THAT DOES NOT STOP ME FROM *HURLING* ONE OF THE SHAFTS I ADAPTED FROM THE ONE CALLED *HAWKEYE!*

THAT'S IT... BREATHE *DEEPLY!* WITHIN MOMENTS, YOU WILL BE RENDERED *HELPLESS!*

LOOK OUT! THE ARROWHEAD CONTAINS SOME SORT OF *GAS..!*

FTAK!

THEN, BEFORE THEY CAN ACT, THE X-MEN ARE FELLED BY CASCADING *FUMES* ...

GETTING WEAK... CAN'T *STAND..!*

THE ARROW..CONTAINED A GAS...THAT'S ROBBED US OF OUR *MUSCULAR CONTROL!*

CORRECT, MORTAL! FOR, I HAVE NO FURTHER *USE* FOR YOU!

I CAN CREATE ADAPTOIDS ONLY FROM *WILLING* SUBJECTS!

MEANWHILE, AN EXTREMELY INTERESTED *OBSERVER* OF THE FOREGOING CLASH IS MAKING SOME RAPID *CALCULATIONS* ...

IT'S A GOOD THING I WAS COMIN' BACK TO *TELL OFF* THOSE MUTANT DO-GOODERS!

THIS ADAPTOID GUY MAY LOOK LIKE A *MUNSTERS REJECT*... BUT, I'M BETTIN' HE'S GOT POWERS HE HASN'T EVEN *USED* YET!

AND, HE SAYS HE CAN TRANSFER 'EM TO *SOMEBODY ELSE!*

THEN, HIS SILENT DECISION *MADE*, THE YOUTH STEPS FORWARD ---

NOW THAT THEY ARE IMMOBILIZED, I SHALL MAKE A *PANTOGRAPHIC TRACING* OF EACH OF THEM --- AND THUS ADD *THEIR* POWERS TO MY *OWN!*

BUT... *WAIT!* WHO DARES APPROACH THE *SUPER-ADAPTOID?*

I DARE! CAL RANKIN'S THE NAME --- BUT, YOU CAN CALL ME *THE MIMIC!*

AS THESE *WINGS* OUGHTTA CLUE YA IN, I'M NOT EXACTLY *MR. AVERAGE CITIZEN* MYSELF! SO, IF YOU'RE INTERESTED IN TURNING *ME* INTO AN ADAPTOID ...

DONE! I CAN SENSE THAT YOU ARE ONE LIKE *MYSELF*... ONE BORN TO *RULE* OVER LESSER CREATURES!

FUNNY... I'VE BEEN NEAR THIS CREEP LONG ENOUGH TO MIMIC HIS *POWERS* --- BUT NOTHING'S *HAPPENED!* IT MUST BE BECAUSE THEY'RE *ARTIFICIAL* ABILITIES!

YOU *KNOW* IT, DAD...

I'VE *HAD* IT WITH HOMO SAPIENS AND HOMO SUPERIOR *ALIKE!* THE FIRST TIME I BECAME THE MIMIC, I HAD AN IDEA ABOUT TAKIN' OVER THE *WORLD* ... AND NOW I KNOW WHAT A SAP I WAS TO GIVE IT *UP!*

TOO WEAK--TO DO MORE THAN RAISE MY *HEAD* SLIGHTLY!

BUT, I'VE GOT TO DO *SOMETHING!* IN HIS BITTERNESS TOWARDS THE X-MEN AND HUMANITY, CAL PLANS TO JOIN FORCES WITH THE *ADAPTOID!* I MUST...

IT'S *NO USE!* CAN'T EVEN... *SPEAK--!*

NOW TO *BEGIN!* THE PROCESS UTILIZES SPECIAL *CELLECTRIC RAYS*, WHICH WILL CHANGE YOUR BODY CELLS AND NERVE ENDINGS INTO *SOLID STATE COMPONENTS*, THEREBY---

SAVE THE EGGHEAD EXPLANATIONS FOR *POPULAR MECHANICS*, BIG MAN!

IF YOU'RE GONNA TURN ME INTO YOUR *NUMBER TWO ADAPTOID*, THEN GET *WITH* IT, ALREADY!

VERY WELL, MORTAL...

IT WILL TAKE BUT A *FEW MINUTES* OF BATHING IN THESE *CELLECTRIC RAYS* TO TRANSFER YOU INTO ---AN *ADAPTOID!*

THEN, WE SHALL LAY WASTE TO THE WORLD OF HUMANS--- *TOGETHER!*

THIS MIGHT JUST *WORK!* I'M ALREADY STARTIN' TO *TINGLE..!*

JUST THEN, ON THE GROUND NEARBY, A TERRIFICALLY STRAINING *CYCLOPS* FINDS HIS VOICE ---

CALVIN ---YOU'VE GOT TO *STOP*, BEFORE IT'S *TOO LATE!*

DON'T YOU SEE--- THE ADAPTOID DOESN'T WANT A *SECOND IN COM-MAND!* HE WANTS... A *ROBOT SLAVE!*

AND, WHEN YOU GIVE UP YOUR *HUMANITY*.. THAT'S WHAT YOU'LL *BECOME!*

AGAINST HIS CONSCIOUS WILL, THE MIMIC FINDS HIMSELF *PONDERING* SCOTT SUMMERS' ANGUISHED WORDS...

CYKE WAS *RIGHT*... HE *MUST'A* BEEN! WHY ELSE WOULD A JOKER LIKE THIS SHARE HIS POWERS WITH ANY-BODY *ELSE*?

EVEN NOW---I CAN FEEL MY *WILL* WEAKENING! IN A FEW SECONDS... I'LL BE AN *ADAPTOID*.. BUT A *MINDLESS* ONE!

WHEN YOUR TRANSFOR-MATION IS *COMPLETE*, I SHALL DEAL WITH THAT INSOLENT MUTANT... AND *DESTROY* HIM!

DESTROY? NO..I WANTED TO *RULE*... BUT NOT TO.. *KILL!*

THEN, AT ALMOST THE LAST POSSIBLE *MOMENT*---

=*UHHH!*= I CHANGED MY *MIND*, HERBIE! I'LL JUST GO BACK TO BEIN' PLAIN *CAL RANKIN!*

WHAT? YOU HAVE RAISED YOUR HAND AGAINST THE *SUPER-ADAPTOID!?* FOR THAT, YOU SHALL *DIE!*

WELL, WE'VE ALL GOTTA GO *SOMETIME!*

BUT, JUST NOW, I FEEL *ALIVE*--- AND *KICKING!*

FOOL! DID YOU THINK I WOULD NOT BE *READY* FOR YOUR PUNY ATTACK?

KAWOK!

MY OWN POWERS.. ARE COMIN' *BACK* TO ME! I'M A *HUMAN* AGAIN!

MAYBE YOU'RE *READY* FOR IT, CLYDE---

BUT, THAT STILL DOESN'T MEAN YOU CAN *TAKE* IT!

ON SECOND THOUGHT, IT LOOKS LIKE HE *CAN!* GOTTA KEEP HIM ON THE *DEFENSIVE*... OR I'M GONNA GET IT *GOOD!*

ZAP!

I KNOW WELL THAT YOU COMBINE THE POWERS OF ALL THE X-MEN, MIMIC... BUT, THEY WILL AVAIL YOU NAUGHT AGAINST *ME!*

HE'S *RIGHT!* I FEEL LIKE I'M TACKLIN' THE WHOLE SQUAD OF *AVENGERS!*

AND, TO TOP IT ALL OFF.. THE ADAPTOID ISN'T EVEN *HUMAN!*

SO... YOUR ATTACK IS *SPENT,* BUFFOON...

WHILE *MINE* IS ONLY *BEGINNING!*

THREE ARROWS! CAN'T DODGE 'EM ALL AT *ONCE!*

THWIP!

BUT, THE MIMIC STILL POSSESSES THE PEERLESS POWERS OF THE EXTRAORDINARY *X-MEN,* AND SO...

I USED JEAN'S *TELEKINETIC FORCE* TO DETONATE THAT CENTER ARROW...

FWOOSH!

BUT, THE *FLASH*.. IT'S *BLINDED* ME! CAN'T *SEE!*

LUCKILY, THE OTHER TWO ARROWS MISSED BECAUSE I WAS *STANDIN' STILL!* BUT, I CAN HEAR THE *SUPER-ADAPTOID* GETTIN' READY FOR THE KILL *NOW!*

GIVE ME A SECOND TO GET MY *SIGHT* BACK, GREENSLEEVES, AND I'LL SLUG IT OUT WITH YOU *FAIR AN' SQUARE!*

FOOL! DO YOU THINK I CARE ABOUT YOUR SPINELESS *ETHICS?*

EMOTIONS ARE FOR *LESSER* BEINGS! THERE IS NO PLACE IN *MY* MAKEUP FOR THE THING MEN TERM... *PITY!*

AND YET, I *DO* FEEL ALMOST SORRY FOR YOU, MORTAL... AS I FLING AT YOU THE MIGHTY SHIELD WHICH WILL SEAL YOUR *DOOM!*

WHAT CHANCE HAVE YOU AGAINST SO IRRESISTIBLE AN OBJECT, HURLED WITH THE DEADLY ACCURACY OF *CAPTAIN AMERICA*..

...AND POWERED BY THE MATCHLESS STRENGTH OF *GOLIATH!*

THEN, TO THE HAUGHTY HUMANOID'S UTTER *ASTONISHMENT*...

I MAY NOT HAVE THE STRENGTH OF *GOLIATH*... BUT WOULDJA BELIEVE THE AGILITY OF THE *BEAST*?

AND, BY THE WAY... THANKS FOR YAKKIN' AWAY TILL I WAS ABLE TO *SEE* AGAIN!

BAH! YOU ARE NOT WORTH THE PRECIOUS *TIME* WHICH YOU ARE COSTING ME!

FFWIISSH!

I SHALL DESTROY YOUR *FELLOW HUMANS*... AND THEN ATTACK YOU ANEW AT MY *LEISURE!*

UH OH! CAN'T LET HIM KILL THE *X-MEN!*

GOTTA TRY SOMETHING... *ANYTHING!*

IF I CAN ONLY LURE HIM INTO THE *SKY*... WHILE THE OTHERS RECOVER FROM THAT *PARALYSIS GAS!*

SUIT *YOURSELF*, CHARLIE! BUT, AS FAR AS *I'M* CONCERNED, YOU'RE *COPPIN' OUT!*

THAT *TERM*... SOMEHOW, I SENSE IT REEKS OF *DERISION!*

NO ONE MAY LAUGH AT THE SUPER-ADAPTOID.. AND *LIVE!*

THOOM!

THAT WALKIN' POWERHOUSE WAS *WRONG!* HE *DOES* HAVE AN EMOTION... THAT OF *PRIDE!*

BUT, GOTTA PUT SOME *DISTANCE* BETWEEN US... OR I WON'T LIVE TO BRAG ABOUT MY *DISCOVERY!*

YOU SEALED YOUR OWN *FATE* WHEN YOU TRIED TO ESCAPE BY MEANS OF *FLIGHT*, DOLT!

FOR, I, *TOO*, POSSESS WINGS.. ADAPTED FROM THE AVENGER FEMALE KNOWN AS THE *WASP!*

UHHHNN! HE'S FASTER THAN I *THOUGHT!*

AND, I'M NOT *ABOUT* TO BE ABLE TO BREAK THAT *GRIP* OF HIS!

YOU HAVE REACHED THE END OF YOUR *ROPE*, FOOL!

NOW, YOU SHALL PAY THE PRICE OF YOUR *DEFIANCE!*

WELL THEN, AS LONG AS YOU'RE GONNA CLOBBER ME *ANYWAY*, I MAY AS WELL GET IN A FEW LAST *LICKS!*

GOTTA KEEP 'IM AT *BAY*... FOR MYSELF, AND FOR THE *X-MEN!*

HE CAUGHT 'EM *OFF GUARD* BEFORE! WHEN THEY RECOVER, THEY MIGHT JUST BE ABLE TO *TAKE* 'IM!

BAP!

SO! YOU FIGHT FOR YOUR LIFE AS DESPERATELY AS DID *CAPTAIN AMERICA* BEFORE I *DESTROYED* HIM WEEKS AGO!

CAPTAIN AMERICA... *DESTROYED?* WHERE DO YOU *GET* YOUR INFO, PAL--- FROM *PRAVDA?*

THAT SHIELD-SLINGER'S AS ALIVE AS *EVER*, YOU CARBON-COPY CREEP!

I SURPRISED 'IM INTO LOWERING HIS *GUARD*... BUT HE SEEMS *IMMUNE* TO CYKE'S OPTIC BLASTS!

KAM!

SO--THE STAR-SPANGLED AVENGER YET *LIVES*, DOES HE?

THEN, I SHALL SEEK HIM OUT AND *CRUSH* HIM AS I WAS ORIGINALLY *PROGRAMMED* TO DO---

...AS SOON AS I SPIN YOU INTO *UNCONSCIOUSNESS*... AND HURL YOU TO THE *EARTH* FAR BELOW!

HE'S SPINNING ME AROUND---AT *FANTASTIC SPEED!* CAN'T TAKE MUCH MORE...BEFORE I *BLACK OUT*---FOR *GOOD!*

ONLY ONE LAST *CHANCE*---THAT I SHOULD HAVE THOUGHT OF *BEFORE*--- OR ELSE, THE X-MEN ARE *FINISHED!*

SUDDENLY, INEXPLICABLY, THE HUGE ADAPTOID *CEASES* HIS FURIOUS WHIRLING---AND GRASPS THE ALMOST UNMOVING FORM OF THE *MIMIC* BEFORE HIM..

WAIT! IN MY MAD HASTE TO *DESTROY* YOU, MORTAL, I ALMOST FORGOT THAT, MERELY BY MAKING A *PANTOGRAPHIC TRACING* OF YOU, I CAN GAIN THE POWERS OF ALL THE *X-MEN!*

HAH! YOU DO NOT *ANSWER*---FOR YOU KNOW THAT, ONCE I GAIN THOSE POWERS, I SHALL COMPLETE YOUR *EXECUTION!*

AND THEN, I SHALL BE AS STRONG AS THE *AVENGERS* AND THE *X-MEN* COMBINED--- TOO POWERFUL FOR *ANY* LIVING BEING TO HALT!

BUT, THE NEXT INSTANT, AS THE ELECTRIC-CELL EYES OF THE INCREDIBLE *SUPER-ADAPTOID* BEGIN TO TRACE AN OUTLINE OF HIS SILENT-CAPTIVE ... THE VERY *ATMOSPHERE* AROUND THEM SEEMS TO COME ALIVE WITH AN OVERWHELMING, ALMOST UNBELIEVABLE *ENERGY*, AS ...

WHAT?!? SOME SORT OF IRRESISTIBLE *ELECTRICAL BACK-LASH*.. ENGULFING ME ... RENDERING ME *NUMB*..!

IT *WORKED!* MY NUTTY HUNCH *PAID OFF!*

SINCE MY OWN BORROWED POWERS ARE *ARTIFICIAL*, I GUESSED HE COULDN'T *ABSORB* THEM --- ANY MORE THAN I COULD MIMIC *HIS!*

IN SOME INCALCULABLE WAY, THE MIMIC IS *IMMUNE* TO MY PANTOGRAPHIC PROBING!

SO, I USED A POWER I'D ALMOST *FORGOTTEN*-- THE *TELEPATHIC ABILITY* OF PROFESSOR XAVIER-- TO PLANT A FATEFUL *SUGGESTION* IN THE ADAPTOID'S MIND!

THEN, BEFORE THE JOLTING FEEDBACK CAN *DESTROY* THEM BOTH, THE MIGHTY CREATURE HURLS THE MIMIC *FROM* HIM ...

THERE! BY CASTING YOU AWAY AS FAR AS POSSIBLE, I MAY YET HOPE TO *OVER-COME* THESE NUMBING SHOCKS!

TOO WEAK ... TO FLY! IF MY WINGS CAN'T SOMEHOW CUSHION MY *FALL* --- I'M *DONE FOR!*

BUT, AT LEAST I DID THE BEST I *COULD*...! AND NOBODY CAN DO MORE THAN *THAT!*

MEANWHILE, WHAT OF THE MARVELOUS MUTANTS WHO HAD BEEN FELLED BY THEIR FOE'S *SURPRISE ATTACK?* AH... THERE THEY ARE *NOW* ...

LOOK! THE ADAPTOID HAS TOSSED THE MIMIC AWAY LIKE A LUMP OF *CLAY!*

BUT...HIS *WINGS!* WHY DOESN'T CALVIN USE HIS *WINGS?*

I'M BETTIN' HE'S *UNCONSCIOUS*.. OR AT LEAST TOO *EXHAUSTED* FROM THE FIGHT!

WAIT! SOMETHING'S *HAPPENING* TO RANKIN'S WINGS! I CAN TELL EVEN FROM *HERE* ...

THEY'RE ... *SHRINKING!* AND, IF THEY CAN'T HOLD HIM ALOFT, HE'LL PLUMMET TO HIS *DOOM!*

AND, THE PLIGHT OF THE ONCE-MIGHTY MIMIC SEEMS *DESPERATE INDEED*, AS...

MY *WINGS*.. THEY'RE GETTING SMALLER BY THE *SECOND!*

THEY WERE MY *ONE CHANCE* FOR SURVIVAL! NOW ---IT'S THE END FOR... THE *MIMIC!*

THEN, AS THE FINAL VESTIGE OF HIS WINGS VANISH ---

THIS IS *IT!* ONLY HOPE... I FINISHED OFF THE *ADAPTOID*, TOO!

BUT AT WHAT SEEMS LIKE THE LAST POSSIBLE MOMENT...

ANGEL---IS IT... REALLY *YOU?*

I DON'T BLAME YOU FOR BEING *SKEPTICAL*, RANKIN! I HAVEN'T BEEN *DOING* TOO MUCH FLYING LATELY!

STILL, I THINK I'VE RECOVERED ENOUGH TO *CATCH* YOU... AND GLIDE BOTH OF US SAFELY TO THE GROUND!

AT THAT SAME SECOND, THE OTHER X-MEN... WATCHING FROM THEIR VANTAGE POINT BELOW---BEHOLD AN INCREDIBLE *SIGHT*...

I'M *FALLING!* THE BACKLASH DRAINED MY *PRINTED CIRCUITS*..

I'M CHANGING BACK TO MY *ORIGINAL* FORM!

I NO LONGER HAVE THE *WASP'S WINGS!* CAN'T STOP MY *PLUNGE*..!

AND... THERE'S NO ONE TO *SAVE* ME... AS THEY DID THE *MIMIC!*

IT *CAN'T* END THIS WAY! NOT AFTER I HAVE SAVORED THE SWEET SCENT OF *LIFE!* IT *CAN'T*..!

HOWEVER, AS THE WHIRLING, WRITHING FORM *COMPLETES* ITS HEADLONG FALL...

I'VE LOST MY ADAPTED *POWERS*... BUT I MANAGED TO LAND IN THE *WATER*, INSTEAD OF STRIKING THE *GROUND!*

SPLUNCH!

MANKIND HAS NOT HEARD THE *LAST* OF--THE *ADAPTOID!*

MEANWHILE, FROM A NEARBY HILL, THE MEMBERS OF THE WORLD'S MOST UNIQUE FIGHTING TEAM ARE VOICING *SIMILAR THOUGHTS* ---

JUST THINK---IF THAT OVERGROWN SPONGE *HAD* BEEN ABLE TO ADD ALL OUR POWERS TO HIS OWN, HE'D HAVE BEEN *UNBEATABLE!*

AND HE *WOULD* HAVE ROBBED US OF OUR POWERS.. IF CALVIN HADN'T *TRICKED* HIM!

LOOKS LIKE WE ALL OWE YOU AN *APOLOGY*, CAL! YOU MAY HAVE SAVED THE ENTIRE *WORLD*.. AT THE COST OF LOSING YOUR MIMICKING POWER!

DON'T... APOLOGIZE, SCOTT! YOU WERE RIGHT THE *FIRST* TIME...

I WAS A SELF-CENTERED, GLORY-HUNGRY *FOOL*--- WHO DIDN'T *DESERVE* SUCH POWER!

FUNNY---IT TOOK AN INHUMAN, EMOTIONLESS THING LIKE THE *SUPER-ADAPTOID*... TO MAKE ME REALIZE THE TRUE VALUE OF THE EMOTION CALLED-- *FRIENDSHIP!*

EVEN IF THE *MIMIC* IS GONE FOREVER, IT WAS WORTH IT.. IF *CAL RANKIN* BECAME--- A *MAN!*

NEXT ISH:

THE MOST MIND-STAGGERINGLY MALICIOUS MUTANT OF *ALL*---THE WEIRD AND WONDROUS

WARLOCK!

MINUTEMEN

Blunt

Brian Azzarello